

BROWN RUDNICK LLP
Steven B. Levine
Peter Declercq
One Financial Center
Boston, MA 02111
Telephone: (617) 856-8200
Facsimile: (617) 856-8201

*Counsel to the Lehman Brothers
Treasury Co. B.V. Ad Hoc Group
of Noteholders*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
Lehman Brothers Holdings, Inc., *et al.* : Case No. 08-13555 (JMP)
:
: (Jointly Administered)
Debtors. :
:
-----X

**NOTICE OF FILING OF REVISED PROPOSED ORDER GRANTING THE
APPLICATION OF THE AD HOC GROUP OF HOLDERS OF NOTES ISSUED BY
LEHMAN BROTHERS TREASURY CO. B.V. AND GUARANTEED BY LEHMAN
BROTHERS HOLDINGS, INC., PURSUANT TO 11 U.S.C. § 503(b) FOR ALLOWANCE
OF ADMINISTRATIVE EXPENSES FOR COUNSEL'S SERVICES INCURRED IN
MAKING A SUBSTANTIAL CONTRIBUTION IN THESE CHAPTER 11 CASES**

PLEASE TAKE NOTICE that on July 5, 2012, Brown Rudnick LLP ("Brown Rudnick"), submitted the *Application of The Ad Hoc Group of Holders of Notes Issued by Lehman Brothers Treasury Co. B.V. and Guaranteed by Lehman Brothers Holdings, Inc., Pursuant to 11 U.S.C. § 503(b) for Allowance of Administrative Expenses for Counsel's Services Incurred in Making a Substantial Contribution in these Chapter 11 Cases* [ECF No. 29222] (the "Application").

PLEASE TAKE FURTHER NOTICE that Brown Rudnick hereby files the revised proposed order approving the Application (the "Revised Proposed Order"), attached hereto as **Exhibit A**, with a blackline attached as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that the Revised Proposed Order reflects a reduction of \$397,038.59 in the proposed allowed amount of professional fees and a reduction of \$37,853.68 in the proposed allowed amount of expenses, subsequent to discussions between Brown Rudnick and the Office of the United States Trustee. Although the Office of the United

States Trustee takes no position as to whether Brown Rudnick has made a substantial contribution in these cases, it has no objection to the reasonableness of the proposed allowed amount of professional fees and expenses under the Revised Proposed Order.

Dated: September 18, 2012
New York, New York

By: /s/ Steven B. Levine
Steven B. Levine
Peter J.M. Declercq
BROWN RUDNICK LLP
One Financial Center
Boston, MA 02111
Telephone: (617) 856-8200
Facsimile: (617) 856-8201

*Counsel to the Lehman Brothers
Treasury Co. B.V. Ad Hoc Group of
Noteholders*

EXHIBIT A

REVISED PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
Lehman Brothers Holdings, Inc., *et al.* : Case No. 08-13555 (JMP)
:
:
Debtors. : (Jointly Administered)
:
:
-----X

**ORDER GRANTING THE APPLICATION OF THE AD HOC GROUP OF HOLDERS
OF NOTES ISSUED BY LEHMAN BROTHERS TREASURY CO. B.V. AND
GUARANTEED BY LEHMAN BROTHERS HOLDINGS, INC., PURSUANT TO
11 U.S.C. § 503(b) FOR ALLOWANCE OF ADMINISTRATIVE EXPENSES FOR
COUNSEL'S SERVICES INCURRED IN MAKING A
SUBSTANTIAL CONTRIBUTION IN THESE CHAPTER 11 CASES**

Upon consideration of the Application of the Ad Hoc Group of Holders of Notes Issued by Lehman Brothers Treasury Co. B.V. and Guaranteed by Lehman Brothers Holdings, Inc., Pursuant to 11 U.S.C. § 503(b) for Allowance of Administrative Expenses for Counsel's Services Incurred in Making a Substantial Contribution in these Chapter 11 Cases (the "Application");¹ and after due notice pursuant to the Second Amended Order Pursuant to Section 105(a) Of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures [Docket No. 9635]; and after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefor,

IT IS HEREBY FOUND THAT the LBT Ad Hoc Group has made a substantial contribution to the Debtors' estates within the meaning of Section 503(b)(3)(D) of the Bankruptcy Code; and

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

IT IS FURTHER FOUND THAT the LBT Ad Hoc Group is entitled to the allowance of an administrative expense claim under Section 503(b)(4) of the Bankruptcy Code for reasonable compensation for professional services and expenses rendered by its counsel, Brown Rudnick LLP, in connection with the LBT Ad Hoc Groups' efforts in making a substantial contribution in these cases.

Now, therefore, it is hereby,

ORDERED, that the Application is granted as set forth herein;

IT IS FURTHER ORDERED that the LBT Ad Hoc Group is hereby granted, pursuant to section 503(b)(3)(D) of the Bankruptcy Code, an allowed administrative claim in the amount of \$3,228,984.67 for professional fees and \$77,140.91 for expenses (collectively, the "Administrative Claim Amount") against LBHI; and

IT IS FURTHER ORDERED that LBHI is authorized and directed to promptly pay the Administrative Claim Amount in full within ten (10) days after the date of entry of this Order; and

IT IS FURTHER ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Dated: September 18, 2012
New York, New York

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

BLACKLINE OF PROPOSED ORDER

~~EXHIBIT B~~

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: : Chapter 11
:
Lehman Brothers Holdings, Inc., *et al.* : Case No. 08-13555 (JMP)
:
: (Jointly Administered)
Debtors. :
:
-----X

**ORDER GRANTING THE APPLICATION OF THE AD HOC GROUP OF HOLDERS
OF NOTES ISSUED BY LEHMAN BROTHERS TREASURY CO. B.V. AND
GUARANTEED BY LEHMAN BROTHERS HOLDINGS, INC., PURSUANT TO
11 U.S.C. § 503(b) FOR ALLOWANCE OF ADMINISTRATIVE EXPENSES FOR
COUNSEL'S SERVICES INCURRED IN MAKING A
SUBSTANTIAL CONTRIBUTION IN THESE CHAPTER 11 CASES**

Upon consideration of the Application of the Ad Hoc Group of Holders of Notes Issued by Lehman Brothers Treasury Co. B.V. and Guaranteed by Lehman Brothers Holdings, Inc., Pursuant to 11 U.S.C. § 503(b) for Allowance of Administrative Expenses for Counsel's Services Incurred in Making a Substantial Contribution in these Chapter 11 Cases (the "Application");¹ and after due notice pursuant to the Second Amended Order Pursuant to

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

Section 105(a) Of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing
Certain Notice and Case Management Procedures [Docket No. 9635]; and ~~there being no~~
~~objections to the Application;~~ and after due consideration and upon all of the proceedings had
before the Court, and sufficient cause appearing therefor, ~~it is hereby~~

IT IS HEREBY FOUND THAT the LBT Ad Hoc Group has made a substantial
contribution to the Debtors' estates within the meaning of Section 503(b)(3)(D) of the
Bankruptcy Code; and

IT IS FURTHER FOUND THAT the LBT Ad Hoc Group is entitled to the allowance of
an administrative expense claim under Section 503(b)(4) of the Bankruptcy Code for reasonable
compensation for professional services and expenses rendered by its counsel, Brown Rudnick
LLP, in connection with the LBT Ad Hoc Groups' efforts in making a substantial contribution in
these cases.

Now, therefore, it is hereby,

ORDERED, that the Application is granted as set forth herein;

~~ORDERED, that the Application is granted in entirety; and~~ IT IS FURTHER ORDERED
that the LBT Ad Hoc Group is hereby granted, pursuant to section 503(b)(3)(D) of the
Bankruptcy Code, an allowed administrative claim in the amount of \$3,228,984.67 for
professional fees and \$77,140.91 for expenses (collectively, the "Administrative Claim
Amount") against LBHI; and

IT IS FURTHER ORDERED, that LBHI is authorized and directed to promptly pay the amounts requested in the Application as Administrative expense claims Claim Amount in full within ten (10) days after the date of entry of this Order; and

IT IS FURTHER ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Dated: August ~~_____~~ September 18, 2012

New York, New York

JUDGE

HONORABLE JAMES M. PECK

UNITED STATES BANKRUPTCY

60607851 v1-WorksiteUS-000002/3233